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**UNITED STATES BANKRUPTCY COURT**

**DISTRICT OF NEVADA**

In re:	)	CASE NO. BK-09-14814-LBR
	)	(Jointly Administered)
THE RHODES COMPANIES, LLC, aka	)	
"Rhodes Homes," et al., <sup>1</sup>	)	Chapter 11
	)	
Debtors.	)	

Affects:

☒ All Debtors

<sup>1</sup> The Debtors in these cases, along with their case numbers are: Heritage Land Company, LLC (Case No. 09-14778); The Rhodes Companies, LLC (Case No. 09-14814); Tribes Holdings, LLC (Case No. 09-14817); Apache Framing, LLC (Case No. 09-14818); Geronimo Plumbing LLC (Case No. 09-14820); Gung-Ho Concrete LLC (Case No. 09-14822); Bravo, Inc. (Case No. 09-14825); Elkhorn Partners, A Nevada Limited Partnership (Case No. 09-14828); Six Feathers Holdings, LLC (Case No. 09-14833); Elkhorn Investments, Inc. (Case No. 09-14837); Jarupa, LLC (Case No. 09-14839); Rhodes Realty, Inc. (Case No. 09-14841); C & J Holdings, Inc. (Case No. 09-14843); Rhodes Ranch General Partnership (Case No. 09-14844); Rhodes Design and Development Corporation (Case No. 09-14846); Parcel 20, LLC (Case No. 09-14848); Tuscany Acquisitions IV, LLC (Case No. 09-14849); Tuscany Acquisitions III, LLC (Case No. 09-14850); Tuscany Acquisitions II, LLC (Case No. 09-14852); Tuscany Acquisitions, LLC (Case No. 09-14853); Rhodes Ranch Golf Country Club, LLC (Case No. 09-14854); Overflow, LP (Case No. 09-14856); Wallboard, LP (Case No. 09-14858); Jackknife, LP (Case No. 09-14860); Batcave, LP (Case No. 09-14861); Chalkline, LP (Case No. 09-14862); Glynda, LP (Case No. 09-14865); Tick, LP (Case No. 09-14866); Rhodes Arizona Properties, LLC (Case No. 09-14868); Rhodes Homes Arizona, L.L.C. (Case No. 09-14882); Tuscany Golf Country Club, LLC (Case No. 09-14884); and Pinnacle Grading, LLC (Case No. 09-14887).

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1 NOTICE OF FILING OF [REDLINED] AMENDED EXHIBIT "A" TO MOTION OF  
2 THE FIRST LIEN STEERING COMMITTEE FOR ENTRY OF AN ORDER (A)  
3 APPROVING THE ADEQUACY OF THE FIRST LIEN STEERING COMMITTEE'S  
4 DISCLOSURE STATEMENT; (B) APPROVING SOLICITATION AND NOTICE  
5 MATERIALS WITH RESPECT TO CONFIRMATION OF PLAN OF  
6 REORGANIZATION; (C) APPROVING THE FORM OF VARIOUS BALLOTS AND  
7 NOTICES IN CONNECTION THEREWITH; AND (D) SCHEDULING CERTAIN  
8 DATES WITH RESPECT THERETO [DOC. #503]  
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EXHIBIT A

EXHIBIT A

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**UNITED STATES BANKRUPTCY COURT  
 DISTRICT OF NEVADA  
 SOUTHERN DIVISION**

<b>IN RE:</b>	§	<b>Case No. 09-14814-LBR</b>
	§	<b>(Jointly Administered)</b>
<b>THE RHODES</b>	§	
<b>COMPANIES, LLC,</b>	§	
<b>aka “Rhodes Homes,” <i>et al.</i>,</b>	§	<b>Chapter 11</b>
	§	
<b>Debtors.<sup>1</sup></b>	§	<b>Hearing Date: <del>October 30</del>, <u>November</u></b>
	§	<b><u>16</u>, 2009</b>
	§	<b>Hearing Time: 1:30 p.m (PST)</b>
	§	<b>Courtroom 1</b>
<b>Affects:</b>	§	
<input type="checkbox"/> <b>All Debtors</b>	§	
<input type="checkbox"/> <b>Affects the following</b>	§	
<b>Debtor(s)</b>	§	
	§	

<sup>1</sup> The Debtors in these cases, along with the last four digits of each Debtor’s federal tax identification number, if applicable, are: Heritage Land Company, LLC (2918); The Rhodes Companies, LLC (3060); Rhodes Ranch General Partnership (1760); Tick, LP (0707); Glynda, LP (5569); Chalkline, LP (0281); Batcave, LP (6837); Jackknife, LP (6189); Wallboard, LP (1467); Overflow, LP (9349); Rhodes Ranch Golf and Country Club (9730); Tuscany Acquisitions, LLC (0206); Tuscany Acquisitions II, LLC (8693); Tuscany Acquisitions III, LLC (9777); Tuscany Acquisitions IV, LLC (0509); Parcel 20 LLC (5534); Rhodes Design and Development Corp. (1963); C&J Holdings, Inc. (1315); Rhodes Realty, Inc. (0716); Jarupa LLC (4090); Elkhorn Investments, Inc. (6673); Rhodes Homes Arizona, LLC (7248); Rhodes Arizona Properties, LLC (8738); Tribes Holdings LLC (4347); Six Feathers Holdings, LLC (8451); Elkhorn Partners, A Nevada Limited Partnership (9654); Bravo Inc. (2642); Gung-Ho Concrete, LLC (6966); Geronimo Plumbing, LLC (6897); Apache Framing, LLC (6352); Tuscany Golf Country Club, LLC (7132); Pinnacle Grading, LLC (4838).

**ORDER (A) APPROVING THE ADEQUACY OF THE FIRST LIEN STEERING COMMITTEE'S DISCLOSURE STATEMENT; (B) APPROVING SOLICITATION AND NOTICE PROCEDURES WITH RESPECT TO CONFIRMATION OF THE FIRST LIEN STEERING COMMITTEE'S PROPOSED PLAN OF REORGANIZATION; (C) APPROVING THE FORM OF VARIOUS BALLOTS AND NOTICES IN CONNECTION THEREWITH; AND (D) SCHEDULING CERTAIN DATES WITH RESPECT THERETO RE: DOCKET NO. 503**

Upon consideration of the ~~First~~Second Amended Disclosure Statement for the ~~First~~Second Amended Plan of Reorganization Pursuant to Chapter 11 of the Bankruptcy Code for the Rhodes Companies, LLC, et al. (the "Disclosure Statement") filed by the First Lien Steering Committee and the Motion of the First Lien Steering Committee for Entry of an Order (A) Approving the Adequacy of the First Lien Steering Committee's Disclosure Statement; (B) Approving Solicitation and Notice Materials with Respect to the Plan of Reorganization; (C) Approving the Form of Various of Ballots and Notices in Connection Therewith, and (D) Scheduling Certain Dates with Respect Thereto (the "Motion");<sup>2</sup> and it appearing that adequate and sufficient notice of the Motion has been given under the circumstances; and it further appearing that adequate and sufficient notice, pursuant to Bankruptcy Rule 2002(b), of the hearing to approve the Disclosure Statement has been given; and after due deliberation and upon the Court's determination that the relief requested in the Motion is in the best interests of the above-captioned Debtors, their estates, creditors and other parties in interest; and sufficient cause appearing therefor, it is hereby:

ORDERED that:

1. The Motion is granted.
2. The Disclosure Statement contains "adequate information" as defined in Bankruptcy Code section 1125(a), and is hereby APPROVED in all respects pursuant to Bankruptcy Code section 1125(a).

<sup>2</sup> Any capitalized term not defined herein shall have the meaning ascribed to such term in the Motion or the Disclosure Statement, as applicable.

3. A hearing to consider confirmation of the ~~First~~Second Amended Plan of Reorganization Pursuant to Chapter 11 of the Bankruptcy Code for the Rhodes Companies, LLC, et al. (as may be amended or modified, the “Plan”) will be held on ~~December 17, 2009~~January 5, 2010 at ~~9:30~~9:00 a.m. (prevailing Pacific Time), or as soon thereafter as counsel can be heard, before the Honorable Linda B. Riegler, United States Bankruptcy Judge, at the United States Bankruptcy Court for the District of Nevada, Foley Federal Building, 300 S. Las Vegas Blvd., Las Vegas, Nevada 89101 (the “Confirmation Hearing”). The Confirmation Hearing may be adjourned from time to time without further notice other than the announcement at the Confirmation Hearing of the date or dates of any adjourned hearing.

4. The record date for purposes of voting to accept or reject the Plan is the date of entry of this order (the “Record Date”).

5. The deadline for the receipt of Ballots accepting or rejecting the Plan shall be **4:00 p.m. (Pacific Time) on December 3, 18, 2009** (the “Voting Deadline”). For a Ballot to be counted, it must be actually received prior to the Voting Deadline at the applicable address indicated in the voting instructions that accompany the Ballot.

6. **December 3, 18, 2009** is fixed as the last day for filing and serving written objections, comments or responses, including any supporting memoranda, to confirmation of the Plan. Any such objections must (a) be in writing; (b) conform to the Bankruptcy Rules and Local Rules; (c) state the name and address of the objecting party and the amount and nature of the claim or interest of such party; (c) state with particularity the basis and nature of any objection and, if practicable, a proposed modification to the Plan that would resolve such objection; and (d) be filed, together with proof of service, with the Court, and be served so that they are actually received by: (i) the Clerk of the Court; (ii) counsel for the First Lien Steering Committee; (iii) the United States Trustee; (iv) counsel to the Debtors; and (v) counsel to the Creditors’ Committee, each at the addresses set forth in the Confirmation Hearing Notice, no later than 4:00 p.m. (prevailing Pacific Time) on December 3, 18, 2009

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(which is at least twenty-five (25) days after the proposed distribution of the Confirmation Hearing Notice).

~~7. The First Lien Steering Committee shall file the Plan Supplement no later than November 16, 2009.~~

7. ~~8.~~ The First Lien Steering Committee shall file its memorandum in support of Plan confirmation, and any other party supporting the Plan shall file with the Court and serve on the applicable objecting party any response to a timely filed objection to confirmation of the Plan by **December 10, 29, 2009.**

~~9. The First Lien Steering Committee shall be permitted to include in the solicitation materials to the Holders of Claims on the Claim Purchase Schedule an offer of purchase for such Claims to be effective on the Effective Date, in the Allowed amount of such claims or if Disputed, for the proposed Allowed amount based on the Debtors' books and records, in accordance with the provisions of Article IV.H.7 of the Disclosure Statement.~~

8. ~~10.~~ The First Lien Steering Committee shall not be required to solicit votes from the Holders of General Unsecured Claims whose Claims have been paid prior to the Disclosure Statement Hearing, to the extent such Claims would have otherwise been entitled to vote on the Plan.

9. ~~11.~~ The Claims and Solicitation Agent shall file the Voting Report no later than ~~five days before the Confirmation Hearing~~ **December 29, 2009.**

10. ~~12.~~ Any party in interest may seek further clarification from the Court on vote tabulation and the solicitation process, and retain the right to object or raise any issue with respect to any Ballot.

APPROVED/ DISAPPROVED:

Dated this \_\_\_\_ day of \_\_\_\_\_ 2009.

By: \_\_\_\_\_

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10 Submitted by:

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19 Dated: ~~October 30,~~[November 12,](#) 2009  
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